

EXHIBIT SS

GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY
(the "Company")

DIRECTORS' RESOLUTION

WHEREAS the Company has agreed to consent to the making of a bankruptcy order in respect of its property and assets and to the appointment of Green Hunt Wedlake Inc. as trustee of its property and assets pursuant to the provisions of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, Chapter B-3, as amended, and has agreed to waive its right to a notice of hearing in the bankruptcy application, all pursuant to a consent dated 4 June, 2009 (the "Consent").


BE IT RESOLVED THAT:

1. The Consent is hereby authorized and approved by the Company.
2. The Company is hereby authorized to deliver the Consent in an application for a bankruptcy order in proceedings commenced in the Supreme Court of Nova Scotia.
3. Any director or officer of the Company is hereby authorized and directed to do all such acts and things and to execute or cause to be executed under the corporate seal of the Company or otherwise, all such instruments, agreements and documents as in the determination of any such director or officer are necessary or desirable to give effect to the foregoing resolutions.

These resolutions may be executed by the directors of the Company in separate counterparts, each of which when so executed shall be deemed an original, but all such counterparts shall together constitute one and the same document.

This is a resolution in writing signed by all of the directors of the Company pursuant to subsection 91(1) of the *Companies Act* (Nova Scotia).

Dated this 4th day of June, 2009.



John P. Stapleton, Director



Neil J. MacDonald, Director

Maurita Sutedja, Director

*00396/0196/1063714v1

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Hfx No.

SUPREME COURT OF NOVA SCOTIA

IN BANKRUPTCY and INSOLVENCY

**IN THE MATTER OF THE BANKRUPTCY OF
GENERAL MOTORS NOVA SCOTIA FINANCE COMPANY**


C O N S E N T

General Motors Nova Scotia Finance Company hereby consents to the making of a Bankruptcy Order in respect of its property and assets and to the immediate appointment of Green Hunt Wedlake Inc. as Trustee of its property and assets pursuant to the provisions of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, Chapter B-3, as amended, and hereby waives Notice of Hearing of the Bankruptcy Application.

DATED at Toronto, this 4th day of June, 2009.

**GENERAL MOTORS NOVA SCOTIA
FINANCE COMPANY** by its duly authorized
signing officers

Per:
Title:


DIRECTOR

Per:
Title:


DIRECTOR

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